

Appendix F

**Applicant's Articles of Incorporation
and
Certificate of Authority to Transact Business in Illinois**



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

OCTOBER 12, 2004

6383-479-3

C T CORPORATION SYSTEM
600 S 2ND ST
SPRINGFIELD, IL 62704

RE I-ELEMENT, INC.

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND THE AUTHORITY ACKNOWLEDGING REGISTRATION.

THIS DOCUMENT MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN ILLINOIS IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED, AS PROVIDED BY SECTION 1.10 OF THE BUSINESS CORPORATION ACT OF THIS STATE. FOR FURTHER INFORMATION CONTACT YOUR RECORDER OF DEEDS.

THE CORPORATION MUST FILE AN ANNUAL REPORT AND PAY FRANCHISE TAXES PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SECURITIES CANNOT BE ISSUED OR SOLD EXCEPT IN COMPLIANCE WITH THE ILLINOIS SECURITIES LAW OF 1953, 815 ILLINOIS COMPILED STATUTES, 5/1 ET SEQ. FOR FURTHER INFORMATION, CONTACT THE OFFICE OF THE SECRETARY OF STATE, SECURITIES DEPARTMENT AT (217) 782-2256 OR (312) 793-3384.

SINCERELY YOURS,

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

JW:CD

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FORM **BCA 13.15** (rev. Dec. 2003)
**APPLICATION FOR AUTHORITY TO
 TRANSACT BUSINESS IN ILLINOIS**
 Business Corporation Act

Jesse White, Secretary of State
 Department of Business Services
 Springfield, IL 62756
 Telephone (217) 782-1834
 www.cyberdriveillinois.com

FILED

OCT 12 2004

**JESSE WHITE
 SECRETARY OF STATE**

Remit payment in the form of a cashier's check, certified check, money order or an Illinois attorney's or CPA's check payable to the Secretary of State.

File # 10383-479-3

SEE NOTE 1 CONCERNING PAYMENT!

Filing Fee \$ 150.⁰⁰ Franchise Tax \$ 70.65 Penalty/Interest \$ 222.42 Total \$ 443.07 Approved: SE

Submit in duplicate Type or Print clearly in black ink Do not write above this line

1. (a) CORPORATE NAME: I-Element, Inc.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____
 (By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. State or Country of Incorporation Nevada; Date of Incorporation 12/30/02; Period of Duration Perpetual

3. (a) Address of the principal office, wherever located: 17194 Preston Road
Ste. 102, PmB 341
Dallas, TX 75248
 (b) Address of principal office in Illinois: (If none, so state) None

4. Name and address of the registered agent and registered office in Illinois.
 Registered Agent: CT Corp Systems
First Name Middle Initial Last name
 Registered Office: 208 S La Salle St.
Number Street Suite # (P.O. Box alone is not acceptable.)
Chicago, IL 60604
City ZIP Code County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)
Nevada, Texas, California

6. Name and addresses of officers and directors: (If more than 3 directors and/or additional officers, attach list.)

	Name	No. & Street	City	State	ZIP
President	<u>Ivan Zucig</u>	<u>17194 Preston Road</u>	<u>Ste. 102, PmB 341, Dallas,</u>	<u>TX</u>	<u>75248</u>
Secretary					
Director					
Director					
Director					

7. The purpose or purposes for which it was organized which it proposes to pursue in the transaction of business in this state: (If not sufficient space to cover this point, add one or more sheets of this size)

Telecommunications.

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
<i>Common</i>	<i>-</i>	<i>0.001</i>	<i>70,000,000</i>	<i>8,570,615</i>
(If more, attach list)				

9. Paid-in Capital: \$ *372,178.64*
 ("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ *1,013,363*
 (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ *21,680*
 (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ *5,160,000*
 (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ *648,000*

11. Interrogatories: (Important - this section must be completed.)

- (a) Is the corporation transacting business in this state at this time? *Yes*
 (b) If the answer to item 11(a) is yes, state the exact date on which it commenced to transact business in Illinois: *7/1/04*

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this application to be signed by a duly authorized officer, who affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in BLACK INK.)

Dated *October 6* *2004* *I-Element, Inc.*
(Month & Day) (Year) (Exact Name of Corporation)
[Signature]
(Any Authorized Officer's Signature)
Ivan Ruzic, CEO/President
(Print Name and Title)

* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

Note 1: Payment in connection with this application must be in the form of a certified check, cashier's check, Illinois attorney or CPA's check or money order made payable to the "Secretary of State". The minimum fee due upon qualification is \$175. Any additional fees will be billed and must be paid before this application can be filed.

FILED # 31968-2002

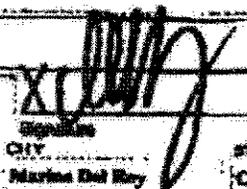
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IN THE OFFICE OF
 DEAN HELLER, SECRETARY OF STATE

DEAN HELLER
 Secretary of State
 303 North Carson Street
 Carson City, Nevada 89701-4201
 (775) 684-8700

Articles of Incorporation
 (PURSUANT TO NRS 78)

Important: Read attached instructions before completing

1. Name of Corporation	i-Element, Inc
2. Registered Agent Name and Address: Must be a Nevada resident. See attached form for details.	<p>The Corporate Files</p> <p>PHYSICAL STREET ADDRESS: 1185 - West Fourth Street, Suite 114 CITY: Reno STATE: NEVADA ZIP: 89502</p> <p>ADDITIONAL MAILING ADDRESS: CITY: STATE: ZIP:</p>
3. Shares: No. of shares authorized. Amount in hand.	<p>Number of shares: 1,000,000</p> <p>PAR VALUE: \$0.001</p> <p>NUMBER OF SHARES WITH PAR VALUE: 0</p>
4. Names, Addresses, Number of Shares of	<p>The First Board of Directors/Trustees shall consist of 1 members whose names and addresses are as follows:</p> <p>1. <u>Yves Zeng</u></p> <p>STREET ADDRESS: 333 Washington Boulevard, Suite 15, Marina CITY: Marina Del Rey STATE: CA ZIP: 90292</p> <p>2. CITY: STATE: ZIP:</p> <p>3. CITY: STATE: ZIP:</p> <p>4. CITY: STATE: ZIP:</p>
5. Purpose	<p>The purpose of this corporation shall be: network telecommunications provider</p>
6. Other Authority	<p>Number of additional pages: <u>1</u></p>
7. Name, Address and Signature of	<p>Yves Zeng</p> <p>SIGNATURE: </p> <p>STREET ADDRESS: 333 Washington Boulevard, Suite 15 CITY: Marina Del Rey STATE: CA ZIP: 90292</p> <p>STREET ADDRESS: CITY: STATE: ZIP:</p>
8. Signature of Resident Agent	<p>I hereby accept appointment as Resident Agent for the above named corporation.</p> <p><u>see attached</u></p> <p>Authorized Signature of R.A. or On Behalf of R.A. Company Date:</p>

This form must be accompanied by appropriate fees. See attached fee schedule.